

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM594115

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice and Confirmation of Grant of Security Interest in Trademarks
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nook Digital LLC		07/31/2020	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Alter Domus (US) LLC
Street Address:	225 West Washington Street, 9th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Registration Number:	4234534	ARTICLEVIEW
Registration Number:	4176366	DAILY SHELF
Registration Number:	4462964	DIGITAL LIBRARY ADVANTAGE
Registration Number:	3697827	EREADER
Registration Number:	3688405	EREADER.COM
Registration Number:	2621687	E-READS
Registration Number:	2543079	FICTIONWISE
Registration Number:	5311564	GLOWLIGHT
Registration Number:	4269853	GLOWLIGHT
Registration Number:	3891213	LENDME
Registration Number:	4295982	LIFETIME LIBRARY
Registration Number:	4354475	MYNOOK
Registration Number:	3901723	N
Registration Number:	4518040	N
Registration Number:	3984893	N
Registration Number:	4310730	N
Registration Number:	4444609	N
Registration Number:	4772862	N

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4336336	N S
Registration Number:	4404838	NOOK
Registration Number:	4023198	NOOK
Registration Number:	4518041	NOOK
Registration Number:	4013524	NOOK
Registration Number:	4310729	NOOK
Registration Number:	4440837	NOOK AUDIO
Registration Number:	4195273	NOOK BOOK
Registration Number:	4332690	NOOK BOOK ENHANCED
Registration Number:	4347589	NOOK BOOKS
Registration Number:	4437086	NOOK BOUTIQUE
Registration Number:	4418912	NOOK COLOR
Registration Number:	4317548	NOOK COLOR
Registration Number:	4347588	NOOK COMICS
Registration Number:	4690695	NOOK DAILY FIND
Registration Number:	4518231	NOOK FIRST
Registration Number:	4518236	NOOK FRIENDS
Registration Number:	5311563	NOOK GLOWLIGHT
Registration Number:	4261829	NOOK KIDS
Registration Number:	4358797	NOOK LIBRARY
Registration Number:	4343424	NOOK MAGAZINE
Registration Number:	4329161	NOOK NEWSPAPER
Registration Number:	4471023	NOOK NEWSSTAND
Registration Number:	4429361	NOOK NEWSSTAND
Registration Number:	4456677	NOOK PRESS
Registration Number:	4293510	NOOK SIMPLE TOUCH
Registration Number:	4305646	NOOK SMART
Registration Number:	4698145	NOOK SNAPS
Registration Number:	4471394	NOOK SNAPS
Registration Number:	4305645	NOOK STORE
Registration Number:	4336332	NOOKSTUDY
Registration Number:	4336333	NS
Registration Number:	4286950	NOOK TABLET
Registration Number:	4292679	PUBIT
Registration Number:	4162001	READ FOREVER
Registration Number:	4508065	READ TO ME
Registration Number:	4552046	READER'S TABLET
Registration Number:	4309506	THE NOOK BOOK STORE

Property Type	Number	Word Mark
Registration Number:	4354419	THE SIMPLE TOUCH READER
Registration Number:	4286494	TOUCH THE FUTURE OF READING
Registration Number:	4289488	VIVIDVIEW
Registration Number:	4084858	

CORRESPONDENCE DATA

Fax Number: 2129096836
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-909-6000
Email: trademarks@debevoise.com
Correspondent Name: Wesley C. Moore, Esq.
Address Line 1: 919 Third Avenue
Address Line 2: Debevoise & Plimpton LLP
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Wesley C. Moore
SIGNATURE:	/Wesley C. Moore/
DATE SIGNED:	08/26/2020

Total Attachments: 8

- source=10.3 BN - 2L - TMs_ Notice_ Confirm_ Grant Security_ Nook Digtl to AD#page1.tif
- source=10.3 BN - 2L - TMs_ Notice_ Confirm_ Grant Security_ Nook Digtl to AD#page2.tif
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NOTICE AND CONFIRMATION OF GRANT OF
SECURITY INTEREST IN TRADEMARKS

NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Agreement"), dated as of July 31, 2020, made by NOOK DIGITAL, LLC, a Delaware limited liability company (the "Grantor"), in favor of Alter Domus (US) LLC, as collateral agent for the Lenders (in such capacity, together with its successors in such capacity, the "Agent") pursuant to the Second Lien Term Loan Credit Agreement, dated as of July 31, 2020 (as amended, supplemented, waived or otherwise modified from time to time, the "Credit Agreement"), among Barnes & Noble, Inc., a Delaware corporation (the "Borrower"), MANNINGTREE INVESTMENTS LIMITED and ELLIOTT ASSOCIATES, L.P. (collectively, the "Lenders") and the Agent.

WHEREAS, pursuant to the Credit Agreement, the Lenders have agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Borrower, the Grantor and the other parties thereto have executed and delivered a Guarantee and Collateral Agreement, dated as of July 31, 2020, (as amended, supplemented, waived or otherwise modified from time to time, the "Security Agreement"), in favor of the Agent;

WHEREAS, pursuant to the Security Agreement, the Grantor granted to the Agent for the benefit of the Lenders a security interest in all of its Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Grantor agrees as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.

SECTION 2. Confirmation of Grant of Security Interest. The Grantor hereby confirms that, subject to existing licenses to use the Trademarks granted by the Grantor and Liens permitted under the Credit Agreement, pursuant to the Security Agreement it granted to the Agent, for the benefit of the Lenders, a security interest in all of the Grantor's right, title and interest in and to all Trademarks now owned or at any time hereafter acquired by the Grantor (including, without limitation, those items listed on

Schedule I hereto) and to the extent not otherwise included, all proceeds of the foregoing, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations of such Grantor, except that no security interest is or will be granted pursuant hereto in any Excluded Assets.

SECTION 3. Recordation. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest with the United States Patent and Trademark Office.

SECTION 4. Purpose. This Agreement is expressly subject to the terms and conditions of the Security Agreement. The Security Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 5. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

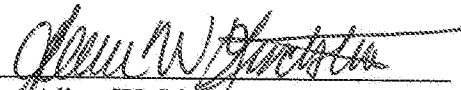
SECTION 6. Counterparts. This Agreement may be executed by one or more of the parties to this Agreement on any number of separate counterparts (including by facsimile and other electronic transmission), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

* * *


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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

NOOK DIGITAL, LLC

By: 
Name: Allen W. Lindstrom
Title: Chief Financial Officer

Alter Domus (US) LLC,
as Agent

By: 
Name: Winnalynn N. Kantaris
Title: Associate General Counsel

SCHEDULE I

Trademark Registrations

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
ARTICLEVIEW	Nook Digital, LLC	Registered	85160318	10/25/10	4234534	10/30/12
DAILY SHELF	Nook Digital, LLC	Registered	85160593	10/25/10	4176366	7/17/12
DIGITAL LIBRARY ADVANTAGE	Nook Digital, LLC	Registered	85051416	6/1/10	4462964	1/7/14
EREADER	Nook Digital, LLC	Registered	77574548	9/19/08	3697827	10/20/09
EREADER.COM	Nook Digital, LLC	Registered	77574582	9/19/08	3688405	9/29/09
E-READS	Nook Digital, LLC	Registered	75590610	10/20/98	2621687	9/17/02
FICTIONWISE	Nook Digital, LLC	Registered	78039971	12/20/00	2543079	2/26/02
GLOWLIGHT	Nook Digital, LLC	Registered	86121304	11/18/13	5311564	10/17/18
GLOWLIGHT	Nook Digital, LLC	Registered	85594705	4/11/12	4269853	1/1/13
LENDME	Nook Digital, LLC	Registered	77851465	10/19/09	3891213	12/14/10
LIFETIME LIBRARY	Nook Digital, LLC	Registered	85047649	5/25/10	4295982	2/26/13
MYNOOK	Nook Digital, LLC	Registered	85312389	5/4/11	4354475	6/18/13
N (Stylized)	Nook Digital, LLC	Registered	77849452	10/15/09	3901723	1/4/11

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
N (Stylized)	Nook Digital, LLC	Registered	85160994	10/26/10	4518040	4/22/14
N (Stylized)	Nook Digital, LLC	Registered	85160064	10/25/10	3984893	6/28/11
N (Stylized)	Nook Digital, LLC	Registered	85978460	10/26/10	4310730	3/26/13
N (Stylized)	Nook Digital, LLC	Registered	85606304	4/24/12	4444609	12/3/13
N and Design	Nook Digital, LLC	Registered	86460352	11/20/14	4772862	7/14/15
N S (Stylized)	Nook Digital, LLC	Registered	85977619	8/5/10	4336336	5/14/13
NOOK	Nook Digital, LLC	Registered	85979707	10/26/10	4404838	9/17/13
NOOK	Nook Digital, LLC	Registered	77751835	6/4/09	4023198	9/6/11
NOOK (Stylized)	Nook Digital, LLC	Registered	85161034	5/26/10	4518041	4/22/14
NOOK (Stylized)	Nook Digital, LLC	Registered	85051456	6/1/10	4013524	8/16/11
NOOK (Stylized)	Nook Digital, LLC	Registered	85978459	10/26/10	4310729	3/26/13
NOOK AUDIO	Nook Digital, LLC	Registered	85543671	2/15/12	4440837	11/26/13
NOOK BOOK	Nook Digital, LLC	Registered	85160435	10/25/10	4195273	8/21/12
NOOK BOOK ENHANCED	Nook Digital, LLC	Registered	85526598	1/26/12	4332690	5/7/13
NOOK BOOKS	Nook Digital, LLC	Registered	85525199	1/24/12	4347589	6/4/13
NOOK BOUTIQUE	Nook Digital, LLC	Registered	85526568	1/26/12	4437086	11/19/13

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
NOOK COLOR	Nook Digital, LLC	Registered	85161094	10/26/10	4418912	10/15/13
NOOK COLOR (Stylized)	Nook Digital, LLC	Registered	85161107	10/26/10	4317548	4/9/13
NOOK COMICS	Nook Digital, LLC	Registered	85525106	1/25/12	4347588	6/4/13
NOOK DAILY FIND	Nook Digital, LLC	Registered	86073313	9/24/13	4690695	2/24/15
NOOK FIRST	Nook Digital, LLC	Registered	85525163	1/25/12	4518231	4/22/14
NOOK FRIENDS	Nook Digital, LLC	Registered	85526600	1/26/12	4518236	4/22/14
NOOK GLOWLIGHT	Nook Digital, LLC	Registered	86121298	11/18/13	5311563	10/17/17
NOOK KIDS (Stylized)	Nook Digital, LLC	Registered	85160544	10/25/10	4261829	12/18/12
NOOK LIBRARY	Nook Digital, LLC	Registered	85526573	1/26/12	4358797	6/25/13
NOOK MAGAZINE	Nook Digital, LLC	Registered	85526576	1/26/12	4343424	5/28/13
NOOK NEWSPAPER	Nook Digital, LLC	Registered	85526582	1/26/12	4329161	4/30/12
NOOK NEWSSTAND	Nook Digital, LLC	Registered	86049980	8/28/13	4471023	1/21/14
NOOK NEWSSTAND	Nook Digital, LLC	Registered	85526585	1/26/12	4429361	11/5/13
NOOK PRESS	Nook Digital, LLC	Registered	85980443	5/2/12	4456677	12/24/13
NOOK SIMPLE TOUCH	Nook Digital, LLC	Registered	85978064	10/13/11	4293510	2/19/13
NOOK SMART	Nook Digital, LLC	Registered	85160489	10/25/12	4305646	3/19/13

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
NOOK SNAPS	Nook Digital, LLC	Registered	86121648	11/18/13	4698145	3/10/15
NOOK SNAPS	Nook Digital, LLC	Registered	85525099	1/25/12	4471394	1/21/14
NOOK STORE	Nook Digital, LLC	Registered	85160461	10/25/10	4305645	3/19/13
NOOKSTUDY	Nook Digital, LLC	Registered	85977313	7/1/10	4336332	5/14/13
NS (Stylized)	Nook Digital, LLC	Registered	85977385	8/6/10	4336333	5/14/13
NOOK TABLET	Nook Digital, LLC	Registered	85978177	11/4/11	4286950	2/5/13
PUBIT	Nook Digital, LLC	Registered	85022712	4/26/10	4292679	2/19/13
READ FOREVER	Nook Digital, LLC	Registered	85258609	3/4/11	4162001	6/19/12
READ TO ME	Nook Digital, LLC	Registered	85949256	6/3/13	4508065	4/1/14
READER'S TABLET	Nook Digital, LLC	Registered	85171691	11/8/10	4552046	6/17/14
THE NOOK BOOK STORE	Nook Digital, LLC	Registered	85160469	10/25/10	4309506	3/26/13
THE SIMPLE TOUCH READER	Nook Digital, LLC	Registered	85279855	3/29/11	4354419	6/18/13
TOUCH THE FUTURE OF READING	Nook Digital, LLC	Registered	85160401	10/25/10	4286494	2/5/13
VIVIDVIEW	Nook Digital, LLC	Registered	85161063	10/26/10	4289488	2/12/13
Design Only	Nook Digital, LLC	Registered	85159205	10/22/10	4084858	1/10/12